

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

To,  
The Member(s),

**NOTICE** is hereby given that an Extra-Ordinary General Meeting No. UPGL/EoGM/01/2020-21 of the Members of United Polyfab Gujarat Limited will be held on Friday, February 05, 2021 at 04.00 p.m. at the registered office of the Company situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol - Sarkhej Highway, Ahmedabad - 382 405, Gujarat to transact the following businesses as special businesses:-

### SPECIAL BUSINESSES:

#### **Item No.1 –To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**;

**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the authorized share capital of the Company be and is hereby increased **from** Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each **to** Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, by way of creation of an additional 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking *paripassu* in all respect with existing equity shares of the company, aggregating to Rs. 14,00,00,000/- (Rupees Fourteen Crore only).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be

and is hereby amended and substituted by the following;

**V. The Authorized Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking *paripassu* in all respect with the existing Equity Shares.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.

#### **Item No.2 –To consider and approve the issuance of Bonus Shares:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**;

**RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject

to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of Rs. 13,96,77,000/- (Rupees Thirteen Crore Ninety Six Lakh Seventy Seven Thousand Only) out of sum outstanding to the credit of the Securities Premium account as per the Audited Financial Statements of the Company as on March 31, 2020, or such other amount as may be considered necessary by the Board for the purpose of issue of 1,39,67,700 (One Crore Thirty Nine Lakh Sixty Seven Thousand Seven Hundred) Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 2 (Two) Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**By order of the Board of Directors  
For United Polyfab Gujarat Limited**

**Date:** January 09, 2021  
**Place:** Ahmedabad

**Gagan Mittal  
Chairman & Managing Director  
DIN: 00593377**

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Route-map to the venue of the Meeting is provided at the end of the Notice and also hosted on the website of the Company at [www.upgl.in](http://www.upgl.in).
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
11. Members who are holding physical shares in identical order of names in more than one folio are requested to send to Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
12. Members may contact the Registrar and Share Transfer Agent of the Company i.e. Satellite Corporate Services Private Limited at their office at Office No. A/106 & 107 Dattani Plaza, Kurla Andheri Road, Kurla (W), Nr. Safed Poll East West Ind. Estate Mumbai- 400072, Maharashtra in case of any change of address or queries relating to their shares.
13. Members whose shareholding is in electronic mode are requested to intimate change of address and update on bank account details, if any, to the respective depository participants.
14. Members holding shares in physical form and single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant and Registrar and Share Transfer Agent to enable us to send you the communications via email.
16. The Notice is being sent to all the Shareholders, whose names appear on the Register of

Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on January 08, 2021.

17. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, January 29, 2021, shall be entitled to vote at the EOGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
18. Electronic copy of the Notice of the Extra-ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
19. Members may note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website www.upgl.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@unitedpolyfab.com.
20. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra-ordinary General Meeting.
22. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra-ordinary General Meeting.
23. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for

inspection at the Registered office of the Company between 10.00 a.m. and 05.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of EoGM.

24. The Results of businesses transacted at the Extra-Ordinary General Meeting shall be placed on the website of the Company www.upgl.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE).
25. Pursuant to exemption granted under Section 108 of the Act and the Rules framed there under, as amended from time to time, to the Companies referred to in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (earlier Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009), the voting shall be carried out at the Extra-ordinary General Meeting.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 1

With a view to issue bonus equity shares to the shareholders of the Company, it is necessary to increase the existing authorised share capital of the Company from Rs. 7,00,00,000/- (Seven Crore only) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 21,00,00,000/- (Twenty One Crore only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. Therefore, the Board recommends the resolution as set out at Item No. 1 hereof for approval of the shareholders as an Ordinary Resolution.

The new set of Memorandum of Association is available for inspection at the Registered Office



of the Company on any working day, during business hours. None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

## Item No. 2

The Board of Directors at its meeting held on Saturday, January 9, 2021, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares in ratio of 2:1 (i.e. 2 (Two) bonus equity shares of Rs. 10/- for every 1 (One) fully paid up equity share of Rs. 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors after approval of Shareholders in the ensuing Extra-Ordinary General Meeting.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company. The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company.

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

The existing issued, subscribed and paid-up Share Capital of the Company shall be increased

after capitalization of Rs. 13,96,77,000/- (Rupees Thirteen Crore Ninety Sixty Lakh Seventy Seven Thousand Only) out of sum outstanding to credit balance of securities premium account as per the audited accounts of the company for the financial year ended March 31, 2020.

The Paid-Up Equity Share Capital post Bonus Issue will be Rs. 20,95,15,500/- (Rupees Twenty Crore Ninety Five Lakh Fifteen Thousand Five Hundred Only) divided into 2,09,51,550 (Two Crore Nine Lakh Fifty One Thousand Five Hundred and Fifty) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing Ordinary Resolution.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing Ordinary Resolution.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

**By order of the Board of Directors  
For United Polyfab Gujarat Limited**

**Gagan Mittal  
Chairman & Managing Director  
DIN: 00593377**

**Date:** January 09, 2021  
**Place:** Ahmedabad

# UNITED POLYFAB GUJARAT LIMITED

CIN: L18109GJ2010PLC062928

Registered Office: Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad - 382405

Phone: +91 9925232824 Email: info@unitedpolyfab.com Website: www.upgl.in



## Route Map to the Venue of Extra-Ordinary General Meeting



# UNITED POLYFAB GUJARAT LIMITED

CIN: L18109GJ2010PLC062928

Registered Office: Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad – 382405

Phone: +91 9925232824 Email: info@unitedpolyfab.com Website: www.upgl.in



## ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra-ordinary General Meeting No. UPGL/EoGM/01/2020-21 of the Members of United Polyfab Gujarat Limited held on Friday, February 05, 2021 at 04.00 p.m. at the registered office of the Company situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol - Surkhej Highway, Ahmedabad – 382 405, Gujarat.

\_\_\_\_\_  
**Member's/Proxy's Name in Block Letters**

\_\_\_\_\_  
**Member's/Proxy's Signature**

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting.

# UNITED POLYFAB GUJARAT LIMITED

CIN: L18109GJ2010PLC062928

Registered Office: Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad - 382405

Phone: +91 9925232824 Email: info@unitedpolyfab.com Website: www.upgl.in



## PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name:

Address:

E-mailId:

Signature: \_\_\_\_\_ or failing him

2. Name:

Address:

E-mailId:

Signature: \_\_\_\_\_ or failing him

3. Name:

Address:

E-mailId:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting No. UPGL/EoGM/01/2020-21 of the Members of United Polyfab Gujarat Limited to be held on Friday, February 05, 2021 at 04.00 p.m. at the registered office of the Company situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad - 382 405 or any adjournments thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
Special Businesses		For	Against	Abstain
1.	To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association.			
2.	To consider and approve the issuance of Bonus Shares.			

Signed this.....day of.....2021

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of  
not less  
than  
Rs. 1

### Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Extra Ordinary General Meeting (on or before Wednesday, February 03, 2021 at 04:00 p.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.